Edgar Filing: Wigney Duncan N. - Form 4

Wigney Dun Form 4											
May 14, 2018 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION											
Was Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue Was				Shington, D.C. 20549 GES IN BENEFICIAL OW SECURITIES 6(a) of the Securities Exchang				NERSHIP OF e Act of 1934, f 1935 or Sectio	Number: Expires: Estimated a burden hou response	irs per	
<i>See</i> Instru 1(b).		30(h)	of the Inv	vestment	Company	/ Act	of 194	10			
(Print or Type I	Responses)										
Wigney Duncan N. Symbol				Name and Ticker or Trading GO BRIDGE & IRON CO N				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 2103 RESE	(First) (M	liddle) DRIVE	3. Date of (Month/D 05/10/20	-	ansaction			Director X Officer (give below) Execute		6 Owner er (specify ent	
				endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
THE WOOI	DLANDS, TX 773	380						Form filed by M Person	More than One Re	eporting	
(City)	(State) (Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any		3.4. Securities Acquired Transaction(A) or Disposed of Code(D)(Instr. 8)(Instr. 3, 4 and 5)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common	05/10/2018			Code V $D^{(1)}$	Amount 17,043	or (D) D	Price (2)	(Instr. 3 and 4) 67,714	D		
Stock	001012010			2_	17,015	2		.,,,,,	2		
Common Stock	05/10/2018			D <u>(1)</u>	67,714	D	<u>(3)</u>	0	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Performance Share Award	\$ O	05/10/2018		D <u>(1)</u>	26,630	(4)	<u>(4)</u>	Common Stock	26,6
Stock Option (Right to Buy)	\$ 8.19	05/10/2018		D <u>(1)</u>	91	02/24/2012	02/22/2019	Common Stock	91
Stock Option (Right to Buy)	\$ 33.63	05/10/2018		D <u>(1)</u>	91	02/22/2018	02/22/2021	Common Stock	91
Stock Option (Right to Buy)	\$ 22.98	05/10/2018		D <u>(1)</u>	91	02/22/2017	02/22/2020	Common Stock	91

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Wigney Duncan N. 2103 RESEARCH FOREST DRIVE THE WOODLANDS, TX 77380			Executive Vice President				

Signatures

Cindy A. McMinn as attorney in fact

05/14/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Chicago Bridge and Iron Company N.V. (the Company), McDermott International, Inc. (McDermott) and certain other parties entered
(1) into the Business Combination Agreement, dated December 18, 2017, as amended on January 24, 2018 (the BCA), pursuant to which the Company and McDermott combined their businesses through a series of transactions completed on May 10, 2018 (the Combination).

(2) If shares of Company common stock were disposed of pursuant to the offer (the Exchange Offer) by McDermott Technology, B.V., a wholly owned subsidiary of McDermott, to exchange each share of CB&I common stock that was validly tendered and not properly withdrawn in the Exchange Offer for the right to receive 0.82407 shares of McDermott common stock, then upon the closing of the

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Combination, each such tendered share was exchanged into the right to receive 0.82407 shares of McDermott common stock. If shares of Company common stock were not validly tendered in the Exchange Offer, shares of Company common stock were disposed of pursuant to a series of transactions involving a merger, share sale and liquidation, as a result of which former Company shareholders who did not validly tender in the Exchange Offer became entitled to receive, in respect of each former share of Company common stock, 0.82407 shares of McDermott common stock.

The restricted stock unit award vests in three equal installments on February 14, 2019, February 14, 2020 and February 14, 2021.

- (3) Pursuant to the BCA, upon the closing of the Combination, the restricted stock unit award was assumed by McDermott and converted into a restricted stock unit award relating to a number of shares of McDermott common stock equal to the number of shares of Company common stock subject to the restricted stock unit award multiplied by 0.82407, rounded to the nearest whole number of shares.
- Pursuant to the BCA, upon the closing of the Combination, each performance share award, whether vested or unvested, was cancelled in exchange for the right to receive an amount in cash equal to (a) the product of (i) the number of shares of the Companys common stock issuable upon vesting of such performance share award at 100% of target multiplied by (ii) 2.47221 multiplied by (iii) \$6.64 and (b) a cash amount equal to the amount of accrued dividend equivalents.

Pursuant to the BCA, upon the closing of the Combination, all outstanding options were assumed by McDermott and converted into a vested option to purchase shares of McDermott common stock. Following such conversion, (a) the number of McDermott shares subject

(5) to such option is equal to the number of shares of Company common stock subject to the option multiplied by 0.82407, rounded down to the nearest whole share and (b) the option exercise price per share of McDermott common stock is equal to the option exercise price per share of Company common stock divided by 0.82407, rounded up to the nearest whole cent.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.